

EXHIBIT B

Articles of Incorporation

and

Certificate of Authority to Transact Business

**SQUIRE
SANDERS****LEGAL
COUNSEL
WORLDWIDE****SQUIRE, SANDERS & DEMPSEY L.L.P.****4900 Key Tower
127 Public Square
Cleveland, OH 44114-1304
Office: +1.216.479.8500
Fax: +1.216.479.8780****Preferred Fax: _____
If Problems: _____****July 8, 2003****PLEASE DELIVER THESE PAGES IMMEDIATELY****Number Of Pages (including cover): 11****TO: Michael J. Adamczyk****FAX NO.: 440-892-2850****COMPANY: DCT Telecom Group, Inc.****PHONE NO.: 440 808 4830****FROM: Abby G. Hamby****DIRECT DIAL NO.: +1.216.479.8028****E-MAIL: ahamby@ssd.com****RE: Articles of Incorporation and Certificate of Amendment****Message:****Mr. Adamczyk,****Attached are the following documents:**

1. Original Articles of Incorporation of Digital Communication Technologies, Inc. and
2. Certificate of Amendment changing the name from Digital Communication Technologies, Inc. to DCT Telecom Group, Inc.

If you have any questions or concerns, please do not hesitate to contact me.**Abby G. Hamby
Project Assistant****CONFIDENTIALITY NOTICE:**

The attached information is LEGALLY PRIVILEGED AND CONFIDENTIAL and is intended only for the use of the addressee named above. If the reader of this message is not the intended recipient or the employee or agent responsible for delivering the message to the intended recipient, please be aware that any dissemination, distribution or duplication of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone and return the original message to us at the address above via the postal service. Thank you.

Sender No.: 08249**39116.00003****4742****Job No:****#171****Account No.****Return to Office****www.ssd.com**

JUL-08-03 16:11 From: SQUIRE SANDERS & DEMPSEY L.L.P. PL. 48

2164788785

T-378 P.02

Job-812

Doc ID --> H699_1288

NEW YORK SECRETARY OF STATE
BUSINESS STATEMENT
07/08/93CHARTER NUMBER: 834839
ROLL AND FRAME: H699-1268

INCORPORATION:

H0699-1268

DIGITAL COMMUNICATION TECHNOLOGIES, INC.

DOCUMENT NUMBER

CODE

FEE

93093018301

ARF

85.00

030233

RETURN TO: BROUSE & McDOWELL

ATTN: J. B. TERRY

200 WEST 42ND STREET

NEW YORK, NY 10018-4201

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H609-1268



The State of Ohio

Bob Taft

Secretary of State

854829



Certificate

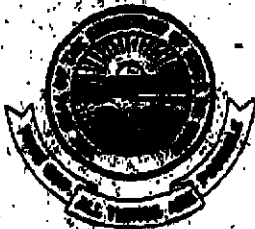


It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings that said records show the filing and recording of: **AAP**

an

DIGITAL COMMUNICATION TECHNOLOGIES, INC.

United States of America
State of Ohio
Office of the Secretary of State



Recorded on Roll 8609 at Frame 1270 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at
Columbus, Ohio, this 30TH day of SEP
A.D. 1993

Bob Taft
Bob Taft
Secretary of State

Doc ID --> H689_1268

H0599-1270

ARTICLES OF INCORPORATION
OF
DIGITAL COMMUNICATION TECHNOLOGIES, INC.
An Ohio Corporation

RECEIVED

JUL 23 2003

JUL 23 2003

4309 3018301

The undersigned, a citizen of the United States, desiring to form a corporation for profit under Chapter 1701 of the Revised Code of Ohio, does hereby certify:

I.

NAME

The name of this corporation shall be DIGITAL COMMUNICATION TECHNOLOGIES, INC.

II.

PRINCIPAL OFFICE

The place in Ohio where its principal office is to be located is the City of Cleveland, County of Cuyahoga, State of Ohio.

III.

PURPOSE

The purpose for which it is formed is to engage in any lawful business, contract or undertaking for which corporations formed under Chapter 1701 of the Revised Code of Ohio may engage and, in connection therewith, to exercise all express and incidental powers actually permitted such corporations.

IV.

AUTHORIZED STOCK

The number of shares which the corporation is authorized to have outstanding is Eight Hundred Fifty (850) common shares without par value.

V.

LIMITATION OF AUTHORITY

The authority of the corporation, its shareholders and directors, are subject to the following:

- (a) The corporation may wind up its affairs and dissolve pursuant to a resolution adopted, at a meeting of shareholders called for such purpose, by the affirmative vote of the holders of a majority of shares entitled them to exercise the majority of the voting power of the corporation;

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(b) The corporation may purchase its shares, regardless of class, from time to time, to such extent, in such manner, and upon such terms as its Board of Directors shall determine; provided, however, that the corporation shall not purchase any of its shares if, after such purchase, its assets would be less than its liabilities plus stated capital; and

(c) No holder of shares of the corporation shall be entitled, as a matter of right, to exercise any preemptive rights, to subscribe for or purchase shares of any class now or hereafter authorized which are convertible into or exchangeable for shares of the corporation or to which shall be attached or appertain any warrants or rights entitling the holder thereof to subscribe for or purchase shares, except such rights to subscribe or purchase at such price or prices and upon such terms and conditions as the Board of Directors in its discretion from time to time may approve and authorize.

VI

DEALING WITH DIRECTOR

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation as a vendor, purchaser, employee, agent or otherwise; and any transaction, contract, or act of the corporation shall not be void or voidable or be in any way affected or invalidated by reason of the fact that any director or officer or any firm of which such director or officer is a member or any corporation of which such director or officer is a shareholder, director or officer, is in any way interested in such transaction, contract or act; provided, however, that the fact that such director, officer, firm or corporation is so interested shall be disclosed or shall be known to the Board of Directors or such meeting thereof as shall be present at any meeting of the Board of Directors at which action upon any such transaction, contract or act shall be taken; and any such director or officer shall not be held accountable or responsible to the corporation, its shareholders or any other person, for any such transaction, contract or act, by reason of the fact that he or any firm of which he is a member, or any corporation of which he is a shareholder, director or officer, is interested in such transaction, contract or act. Any such director or officer, if such officer is a director, may be counted in determining the quorum of a meeting at any meeting of the Board of Directors of the corporation which shall initiate or take action in respect of any such transaction, contract or act, and may vote thereon to authorize, ratify or approve any such transaction, contract or act, with the same full effect as if he or any firm of which he is a member, or any corporation of which he is a shareholder, director or officer, were not interested in such transaction, contract or act.

VII

AMENDMENT OF ARTICLES

These Articles of Incorporation, or any part thereof, may be amended, altered, changed or repealed by the affirmative vote of the holders of the majority of each class of shares entitled to vote thereon at a meeting of the shareholders of the corporation called for such purpose.

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IN WITNESS WHEREOF, I have hereunto subscribed my name, this 9th day of
September, 1993.



J. Brent Treier
Incorporator

(None)

JUL-08-03 16:13 From: SQUIRE SANDERS & DEMPSEY L.L.P. PL 40

2164798785

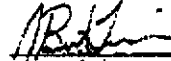
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H0699-1273

APPOINTMENT OF STATUTORY AGENT

KNOW ALL MEN BY THESE PRESENTS THAT B. & McD., Inc., 106 South Main Street, Akron, Ohio 44308, an Ohio corporation, with its principal business address in the City of Akron, County of Summit, and State of Ohio, is hereby appointed as the person upon whom process, tax notices and demands for DIGITAL COMMUNICATION TECHNOLOGIES, INC. may be served.



J. Eric Treier
Incorporator

Dated: September 9, 1993

To: DIGITAL COMMUNICATION TECHNOLOGIES, INC.

Gentlemen:

I hereby accept the appointment as the representative of your corporation upon whom process, tax notices or demands may be served.

B. & McD., Inc.
An Ohio Corporation



J. Eric Treier
Vice President

JUL-08-03 16:13 From: SQUIRE SANDERS & DEMPSEY L.L.P. PL 48

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Doc ID → H0699_1268

H0699-1274
**BROUSE &
MCDOWELL**
ATTORNEYS AT LAW

ONE FIRST NATIONAL BANK BUILDING CLEVELAND, OHIO 44114-1000
COLUMBUS, OHIO 43266-0418
CINCINNATI, OHIO 45202-0001
DAYTON, OHIO 45402-0001
DES MOINES, IOWA 50319-0001
INDIANAPOLIS, INDIANA 46204-0001
KANSAS CITY, MISSOURI 64108-0001
LOUISVILLE, KY 40202-0001
MEMPHIS, TENNESSEE 38103-0001
MINNEAPOLIS, MINNESOTA 55402-0001
MILWAUKEE, WISCONSIN 53202-0001
NEW YORK, NY 10002-0001
PHILADELPHIA, PA 19103-0001
PITTSBURGH, PA 15222-0001
RICHMOND, VA 23219-0001
ST. LOUIS, MO 63102-0001
ST. PAUL, MN 55102-0001
WASHINGTON, DC 20004-0001
WICHITA, KS 67202-0001

J BRAT THRU:R

VIA AIRBORNE EXPRESS

September 29, 1993

Secretary of State of Ohio
Corporate Division
30 East Broad Street
14th Floor
Columbus, Ohio 43266-0418

RE: Articles of Incorporation for Digital Communication Technologies, Inc.
("Company")

Dear Sir or Madam:

I enclose for filing Articles of Incorporation, along with the Appointment and Acceptance of Statutory Agent, for the Company, a for profit corporation. A check in the amount of \$85.00 is enclosed for the filing fee. If there are any questions concerning this filing, please contact me at 1-800-837-5711. Thank you for your assistance.

Very truly yours,

J. Bret Treier
J. Bret Treier

JBT:tja
48824
Enc.

JUL-08-03 16:13 From: SQUIRE SANDERS & DEMPSEY L.L.P. FL 48

2184788795

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| DATE: | DOCUMENT ID | DESCRIPTION | FILING | EXPED | PENALTY | CERT | COPY |
|------------|--------------|---|--------|--------|---------|------|------|
| 08/27/2003 | 200317801000 | DOMESTIC/AMENDMENT TO ARTICLES (AMD) | 50.00 | 100.00 | .00 | .00 | 5.00 |

Receipt

This is not a bill. Please do not remit payment.

SQUIRE, SANDERS & DEMPSEY, L.L.P.
41 SOUTH HIGH STREET, SUITE 1300
ATTN: B. KEMPTON
COLUMBUS, OH 43215

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell**854839**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

DCT TELECOM GROUP, INC.

and, that said business records show the filing and recording of:

Document(s)

DOMESTIC/AMENDMENT TO ARTICLES

Document No(s):

200317801000

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 26th day of June, A.D.
2003.

Ohio Secretary of State

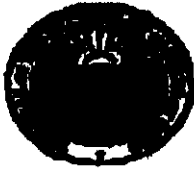
JUL-08-03 16:14 From:SQUIRE SANDERS & DEMPSEY L.L.P.PL.48

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T-379 P.10/11 Job-812

06/26/03 00:30 FAX
 JUN-26-03 11:58 FROM:W.B.E.D. L.L.P. 48TH FLE ID:2164788785

02
 PAGE 2/



www.sds.oh.us
 e-mail: hussar@www.sds.oh.us

Prescribed by **J. Kenneth Blackwell**

Ohio Secretary of State
 Capitol Office (614) 465-3910
 Toll Free 1-877-805-FILE (1-877-767-3453)

| | |
|---|---|
| Specify this Form's purpose | |
| <input checked="" type="checkbox"/> Yes | PO Box 1083 Columbus, OH 43261 * Specify an address for return to |
| <input checked="" type="checkbox"/> No | PO Box 1083 Columbus, OH 43261 |

**Certificate of Amendment by
 Shareholders or Members
 (Domestic)
 Filing Fee \$50.00**

(CHECK ONLY ONE COLUMN)

| | | |
|---|--|--|
| <input checked="" type="checkbox"/> Domestic for Profit <input type="checkbox"/> Amended (1.25-4.00) | <input type="checkbox"/> Domestic Non-Profit <input type="checkbox"/> Amended (1.25-4.00) | <input type="checkbox"/> Amendment (1.25-4.00) |
|---|--|--|

Complete the general information in this section for the amended document.

Name of Corporation Digital Communications Technologies, Inc.

Charter Number 854830

Name of Officer Anthony J. Balist

Title Vice President

☐ Please check if additional printing required.

The above named Ohio corporation, does hereby certify that:

☐ A meeting of the ☐ shareholders ☐ directors (non-profit amended articles only)

☐ members was duly called and held on _____ (Date)

at which meeting a quorum was present in person or by proxy, based upon the quorum provision, an affirmative vote was cast which entitled them to amend _____ % of the voting power of the corporation.

☒ In a writing signed by all of the ☒ shareholders ☐ directors (non-profit amended articles only) members who would be entitled to the notice of a meeting or such other proportion not less than a majority as the articles of incorporation or bylaws permit.

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 SECRETARY OF STATE

2003 JUN 25 PM 4:22
 CLERK OF THE OFFICE

Resolves, that the following amended articles of incorporation be and the same are hereby adopted in expensed and take the place of the existing articles of incorporation and all amendments thereto.

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06/26/03 00:30 FAX
 JUN-26-03 11:59 FROM: S.S. & D. L.L.P. 48TH FLR ID: 2184708795

03
 PAGE 4/1

ALL OF THE FOLLOWING INFORMATION MUST BE COMPLETED IF AN OFFICER HAS BEEN APPOINTED.
 (If an attorney-at-law is appointed, complete the above and attach certificate of appointment.)

FIRST: The name of the corporation is: DCT Telecom Group, Inc.

SECOND: The place in the State of Ohio where its principal office is located is in the City of _____
 (city, village or township) _____ (county) _____

THIRD: The purposes of the corporation are as follows:

FOURTH: The number of shares which the corporation is authorized to have outstanding is: _____
 (Does not apply to law (2))

REQUIRED
 Must be notarized
 (signed by an authorized
 representative
 (See instructions))

Anthony R. Rizzo
 Authorized Representative

6/25/03
 Date

 Authorized Representative

 Date

 Authorized Representative

 Date

Form **BCA-13.15**
(Rev. Jan. 1999)

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

6301-278-5
SUBMIT IN DUPLICATE!

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
<http://www.sos.state.il.us>

This space for use by Secretary of State

FILED
JUL 30 2003

JESSE WHITE
SECRETARY OF STATE

Payment must be made by
certified check, cashier's check,
Illinois attorney's check, Illinois
C.P.A.'s check or money order,
payable to "Secretary of State."

This space for use by
Secretary of State

Date 7-30-03

License Fee \$ 25

Franchise Tax \$ 75

Filing Fee \$ 25

Penalties \$ 100

Approved: W

1. (a) CORPORATE NAME: DCT TELECOM GROUP, INC.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Ohio

(b) Date of Incorporation: September 30, 1993

(c) Period of Duration: perpetual

3. (a) Address of the principal office, wherever located:

(b) Address of principal office in Illinois:

(If none, so state)

27877 Clemens Road

None

Westlake, OH 44145

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent Corporation Service Company

First Name

Middle Name

Last Name

Registered Office 422 North Northwest Highway

Number

Street

Suite #

Park Ridge, IL

60068

Cook

City

ZIP Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)
OH

6. Names and residential addresses of officers and directors:

| Name | No. & Street | City | State | ZIP |
|--|----------------------------|------------------|-----------|--------------|
| President <u>Anthony F. Romano, Jr.,</u> | <u>27877 Clemens Road,</u> | <u>Westlake,</u> | <u>OH</u> | <u>44145</u> |
| Secretary <u>Michael Adamczyk,</u> | <u>27877 Clemens Road,</u> | <u>Westlake,</u> | <u>OH</u> | <u>44145</u> |
| Director <u>Anthony F. Romano, Jr.,</u> | <u>27877 Clemens Road,</u> | <u>Westlake,</u> | <u>OH</u> | <u>44145</u> |
| Director <u>J. Anthony Rehak,</u> | <u>27877 Clemens Road,</u> | <u>Westlake,</u> | <u>OH</u> | <u>44145</u> |
| Director <u>Michael Adamczyk,</u> | <u>27877 Clemens Road,</u> | <u>Westlake,</u> | <u>OH</u> | <u>44145</u> |

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:
(If not sufficient space to cover this point, add one or more sheets of this size.)

To provide telecommunication services.

8. Authorized and issued shares:

| Class | Series | Par Value | Number of Shares | |
|--------|--------|-------------------|------------------|-------------------------|
| | | | Authorized | Number of Shares Issued |
| Common | --- | without par value | 850 | 100 |

9. Paid-in Capital: \$ 1000 **\$1000**
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 0
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 0
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 250,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 5,000

11. Interrogatories: (Important - this section must be completed.)

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: 27877 Clemens Rd
(b) Number of shares of all classes owned by residents of Illinois: -0- Westlake, OH
(c) Number of shares of all classes owned by non-residents of Illinois: 100 27877
(d) Is the corporation transacting business in this state at this time? No
(e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois: N/A

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated 7/28/03, 2003
(Month & Day) (Year)
attested by Michael J. Roan
(Signature of Secretary or Assistant Secretary)
Michael J. Roan
(Type or Print Name and Title)

DCT TELECOM GROUP, INC.
(Exact Name of Corporation)
J. Anthony Rehak
(Signature of President or Vice President)
by J. Anthony Rehak, Vice-President
(Type or Print Name and Title)

- * PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

- ** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).